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11 Attorneys for Defendant
12 FACEBOOK, INC.

13 UNITED STATES DISTRICT COURT
14 NORTHERN DISTRICT OF CALIFORNIA
15 OAKLAND DIVISION

16 In re FACEBOOK PPC Advertising
17 Litigation,

18 This Document relates To:
19 All Actions.

Master File Case No. C 09-03043 PJH

**DECLARATION OF MATTHEW M. BROWN
IN SUPPORT OF DEFENDANT FACEBOOK,
INC.'S OPPOSITION TO PLAINTIFFS'
MOTION FOR CLASS CERTIFICATION AND
IN SUPPORT OF FACEBOOK, INC.'S
ADMINISTRATIVE MOTION TO FILE
UNDER SEAL FACEBOOK, INC.'S
OPPOSITION TO PLAINTIFFS' MOTION
FOR CLASS CERTIFICATION AND
CERTAIN DECLARATIONS IN SUPPORT
THEREOF**

Date: TBA
Time: TBA
Judge: Hon. Phyllis J. Hamilton
Courtroom: 3, 3rd Floor

22 I, Matthew M. Brown, declare as follows:

23 1. I am an attorney duly licensed by the State of California and am admitted to
24 practice before this Court. I am an associate at Cooley LLP, counsel for Defendant, Facebook,
25 Inc. ("Facebook"). The matters set forth herein are of my own personal knowledge, and if called
26 and sworn as a witness, I could competently testify regarding them.
27

DOCUMENTS SUPPORTING FACEBOOK'S OPPOSITION TO PLAINTIFF'S MOTION

2. Attached hereto as **Exhibit A** is a true and correct copy of excerpts from the deposition of Robert Kang-Xing Jin, a Facebook engineer, which took place on August 12, 2011.

3. Attached hereto as **Exhibit B** is a true and correct copy of excerpts from the deposition of Thomas Carriero, a Facebook engineer, which took place on November 18, 2010.

4. Attached hereto as **Exhibit C** is a true and correct copy of excerpts from the deposition of Thomas Carriero, a Facebook engineer, which took place on June 23, 2011.

5. Attached hereto as **Exhibit D** is a true and correct copy of plaintiff Steven Price's initial complaint in this matter, dated July 31, 2009.

6. Attached hereto as **Exhibit E** is a true and correct copy of excerpts from the deposition of Nathan Fox, which took place on June 21, 2011.

7. Attached hereto as **Exhibit F** is a true and correct copy of excerpts from the deposition of Steven Price, which took place on April 13, 2011.

8. Attached hereto as **Exhibit G** is a true and correct copy of excerpts from the deposition of Glenn Kesner, which took place on April 12, 2011.

9. Attached hereto as **Exhibit H** is a true and correct copy of excerpts from the deposition of Bernard Jansen, which took place on October 17, 2011.

10. Attached hereto as **Exhibit I** is a true and correct copy of excerpts from the deposition of Markus Jakobsson, which took place on September 21, 2011.

11. Attached hereto as **Exhibit J** is a true and correct copy of the Interactive Advertising Bureau's Click Measurement Guidelines, Version 1.0 – Final Release, May 12, 2009 (publically available at <http://www.iab.net/media/file/click-measurement-guidelines2009.pdf>).

12. Attached hereto as **Exhibit K** is a true and correct copy of excerpts from the deposition of Kevin Lee, which took place on September 23, 2011.

13. Attached hereto as **Exhibit L** is a true and correct copy of the Expert Report of Stroz Friedberg, dated October 24, 2011.

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DOCUMENTS SUBJECT TO FACEBOOK INC.'S ADMINISTRATIVE MOTION TO FILE UNDER SEAL FACEBOOK, INC.'S OPPOSITION TO PLAINTIFFS' MOTION FOR CLASS CERTIFICATION AND CERTAIN DECLARATIONS IN SUPPORT THEREOF

14. I also submit this declaration in support of Facebook's Administrative Motion to File UNDER SEAL Facebook, Inc.'s Opposition to Plaintiffs' Motion for Class Certification and Certain Declarations in Support Thereof.

15. Plaintiffs filed their Motion for Class Certification in this matter on September 2, 2011, attaching the expert reports of Markus Jakobsson, Bernard Jansen, and Kevin Lee ("Plaintiffs' Expert Reports"). Pursuant to Plaintiffs' Administrative Motion for Sealing Order ("Motion for Sealing") filed on the same date (ECF No. 197), this Court sealed each of those expert reports from the public record in their entirety. (*See* ECF No. 204.)

16. In light of this prior sealing order, Facebook requests that the court seal the following material, which makes reference to the Plaintiffs' Expert Reports already filed under seal:

- a. Facebook Inc.'s Opposition to Plaintiffs' Motion for Class Certification ("Facebook Opposition Brief") at 23:11-13, 25:01-04, 25:22-25, 26:01-09, 26:13-27:12, and 27:19-20.
- b. Certain exhibits to the Declaration of Matthew M. Brown, each of which was marked "Highly Confidential – Attorneys' Eyes Only" under the Amended Stipulated Protective Order for Litigation Involving Highly Sensitive Confidential Information and/or Trade Secrets as Amended by the Court, dated June 28, 2011, in this case (the "Protective Order"), as follows:
 - Ex. H attached hereto at 60-61, 63, 70-72, 90-95, 102, and 118-19, each in their entirety;
 - Ex. I attached hereto at 48-49, 51-52, 55-57, 73-77, 95-99, 105-18, 141-54, 160, and 163-66, each in their entirety;
 - Ex. K attached hereto at 33 in its entirety.

Facebook respectfully requests the Court to permit the redaction of the confidential and sensitive

1 information in the Facebook Opposition Brief, as listed above.

2 I declare under penalty of perjury under the laws of the United States that the foregoing is
3 true and correct. Executed this 24th day of October, 2011 in San Francisco, California.

4
5 /s/ Matthew M. Brown

6 Matthew M. Brown
7
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9 **Filer's Attestation:** Pursuant to General Order No. 45, §X(B), I attest under penalty of
10 perjury that concurrence in the filing of the document has been obtained from its signatory.
11

12 Dated: October 24, 2011

Respectfully submitted,

13
14 /s/ Whitty Somvichian

15 Whitty Somvichian

16 Counsel for Facebook, Inc.
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